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February 13, 2004

**BY FACSIMILE AND
FEDERAL EXPRESS**

Randal Gilliam, Esq.
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: TRA-03-00605 - Petition for Transfer of Control of Adelphia Business
Solutions of Nashville, L P and Adelphia Business Solutions
Operations, Inc.

Dear Mr. Gilliam:

Pursuant to our discussion, this letter outlines Adelphia Business Solutions of Nashville, L.P.'s ("ABS-Nashville") proposal to resolve the above-referenced matter and the outstanding concerns regarding ABS-Nashville's use of the "TelCove" d/b/a. As background information, on March 27, 2002, Adelphia Business Solutions, Inc. d/b/a TelCove ("ABS"), the ultimate parent corporation of ABS-Nashville, filed Chapter 11 bankruptcy in the Southern District of New York. In an effort to emerge from bankruptcy, ABS proposed a Reorganization Plan which would include, among other transactions, the issuance of ten million shares of new common stock. On October 28, 2003, ABS-Nashville sent a letter to the Tennessee Regulatory Authority ("TRA") requesting any necessary approval for the reorganization, which will occur at the parent holding company level. On December 19, 2003, the bankruptcy court approved the Reorganization Plan. ABS expects to emerge from bankruptcy on March 1, 2004. It is anticipated that once ABS emerges from bankruptcy that ABS and its subsidiaries will undergo a name change.

In order to expedite the regulatory process and avoid customer confusion, ABS-Nashville proposes the following: 1) the TRA issues any necessary approval for the

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reorganization on an expedited basis; 2) after the emergence from bankruptcy, ABS-Nashville files for a name change, as necessary; 3) ABS-Nashville registers any name change with the Tennessee Secretary of State's Office; 4) ABS-Nashville provides notice to the TRA of the name change and requests a name change on its certificate of authority; 5) new tariffs are issued within sixty (60) days of the adoption and approval of the name change by the TRA; and 6) ABS-Nashville provides notice of the name change to customers. We believe this process will facilitate ABS-Nashville's emergence from bankruptcy, preserve true facilities-based competition in Tennessee, avoid customer confusion, and eliminate any concerns regarding the use of the "TelCove" d/b/a in Tennessee.

We appreciate your consideration and look forward to working with you to resolve this matter. If you have any questions, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Noelle M. Kinsch", written in a cursive style.

Noelle M. Kinsch

cc: Jennifer Anderson, Esq.
Brian T. FitzGerald, Esq.
John B. Glicksman, Esq.
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